

BYLAWS
FOR THE
MISSOURI WORKFORCE INVESTMENT BOARD

ARTICLE I
IDENTITY

These are the bylaws of the Missouri Workforce Investment Board (“the Board” or “MoWIB”), a Board formed under the Workforce Investment Act of 1998, P.L. 105-220 (“WIA”) with its principal place of business in Jefferson City, Missouri.

ARTICLE II
PRINCIPAL OFFICE

The principal office location and mailing address shall be: Missouri Workforce Investment Board, 421 East Dunklin Street, P.O. Box 1087, Jefferson City, Missouri, 65102.

ARTICLE III
PURPOSES AND POWERS

Section 1. Purpose.

a. The purposes of the Board shall be consistent with those purposes that are identified for a State Workforce Investment Board under the Workforce Investment Act of 1998, P.L. 105-220 and amendments thereto, and Section 620.511 et seq., RSMo, and amendments thereto, and other purposes that, in accordance with public law, may be bestowed upon the Board by the Governor of the State of Missouri.

b. The Board shall study and make recommendations regarding the improvement of the state’s employment and training delivery network, including improved federal and state resource use and expanded coordination of state job training and employment activities with other related activities.

c. Using the results of interdepartmental collaboration at early stages of policy formation, the Board shall propose a statewide employment and training policy and a periodically updated plan of services for achieving Missouri’s objective of full employment.

d. The Board shall serve as a forum for public and private sector representation to encourage cooperative uses of employment and training funding, facilities, and staff resources for a more comprehensive and coordinated statewide system.

Section 2. Powers.

a. The powers of the Board shall be consistent with those powers that are identified for a State Workforce Investment Board under the Workforce Investment Act, Section 111(d) (1-9), & (e) and any amendments thereto, including, but not limited to:

1. Providing policy guidance and review for all employment and training programs in the state; developing appropriate linkages with other programs to assure non-duplication among the programs and activities; coordinating activities with local Workforce Investment Boards; and providing advice and

recommending variations to the Governor regarding the employment and training performance standards required by federal regulation.

2. Reviewing plans of all state agencies providing employment, training and related services, and providing comments and recommendations to the governor, the General Assembly, state agencies and the appropriate federal agencies on the relevancy and effectiveness of employment and training and related WIA service delivery systems in the state, including comments to the Governor and the Secretary of Labor on the review of state and local programs for worker economic dislocation.

3. Assisting the Governor to develop, review and submit written comments on the State Plan and any modification to this plan, before its submission to the Secretary of Labor, including the review and submission of written comments on each local plan submitted to the Governor by any workforce investment area.

4. Advising the Governor and local entities on workforce investment plans and certifying the consistency of such plans with criteria developed under the State Plan for coordination of activities under WIA with other federal, state and local employment related programs.

5. Reviewing the operation of programs conducted in each workforce investment area and the availability, responsiveness and adequacy of state workforce development services; and making recommendations to the Governor, appropriate Chief Elected Officials, local Workforce Investment Boards, service providers, the General Assembly and the general public with respect to ways to improve the effectiveness of such programs or services;

6. Making an annual report to the Governor, the General Assembly, the Director of the Department of Economic Development and the state employment and training partners that shall be a public document and issuing such other studies, reports or documents as it deems advisable to assist workforce investment areas in carrying out the purposes of the WIA, as amended.

7. Identifying, in coordination with the appropriate state agencies, the employment and training and career education needs throughout the state, and assessing the extent to which employment and training and career education, rehabilitation services, public assistance, economic development and other federal, state and local programs and services represent a consistent, integrated and coordinated approach to meeting such needs.

8. Reviewing and commenting on appropriate components of the state job opportunities and basic skills plan, as prepared by the state social services agency under the Personal Responsibility and Work Opportunity Reconciliation Act, Public Law 104-193 and amendments thereto, as they relate to job training and work preparation to assure the Governor that these programs are coordinated with the WIA and consistent with the State Plan.

9. Making effective certain other responsibilities as they may be required by the Personal Responsibility and Work Opportunity Reconciliation Act, Public Law 104-193 and amendments thereto, or any other subsequent federal legislation related to the state's employment and training that may affect or amend the WIA.

b. The powers of the Board shall be consistent with those powers that are identified for the MoWIB under sections 620.511 *et seq.*, RSMo, and amendments thereto.

c. The Governor, at his or her discretion, may transfer to the Board functions that are related to the Board's functions under the WIA from any state coordinating committee for the Work Incentive Program under Title IV of the Social Security Act or any advisory council established under the Wagner-Peyser Act.

Section 3. Limitations on Powers.

- a. The State Plan and decisions of the Board shall be subject to approval by the Governor.
- b. The Board shall not operate programs or provide services directly to eligible participants under the WIA, but shall exist solely to plan, coordinate and monitor the provision of such programs and services in the State of Missouri.

ARTICLE IV
COUNCIL MEMBERSHIP

Section 1. Members. The Board shall be composed of members as outlined in the Workforce Investment Act of 1998 and 620.511 RSMo.

Section 2 State Agency Officials. Members appointed in their capacity as State agency officials may designate an appropriate staff member to serve and function as a Board member on the official's behalf. Such designation shall be exercised with 60 days of appointment. Such designee shall serve until such designation is revoked by the State Agency Official. If a designation is revoked, any new representative shall be appointed within 60 days. A designee shall otherwise have the same rights and responsibilities as any other member of the Board.

Section 3. Terms of Office. Each member of the Board shall serve for a term of four years, subject to the pleasure of the governor, and until a successor is duly appointed. In the event of a vacancy on the board, the vacancy shall be filled in the same manner as the original appointment and said replacement shall serve the remainder of the original appointee's unexpired term.

Section 4. Removal and Resignation.

- a. Any Governor Appointed member may be removed by the Governor with or without cause. A vote of the majority of the entire Board may be taken to recommend removal of member to the Governor at any meeting of the Board.
- b. Any member may resign at any time by giving written notice to the Executive Committee or the Chair of the Board. Any such resignation shall take effect at the time specified in the member's written notice, and unless the resigning member otherwise specifies, the Chair's Executive Committee's or Board's acceptance of the member's resignation shall not be necessary to make it effective.

Section 5. Compensation. Members of the Board shall receive no compensation but shall be reimbursed for all necessary expenses actually incurred in the performance of their duties.

ARTICLE V
OFFICERS AND THEIR DUTIES

Section 1. Officers. The officers of the MoWIB shall be a Chair and a Vice-Chair of the Board. The Governor shall appoint the Chair in accordance with the federal WIA regulations and Missouri State Law. The Vice-Chair shall be elected by vote of the Board. The Chair and Vice Chair shall represent the private sector business community.

Section 2. Duties of the Chair. The Chair shall preside at all meetings of the Board and the Executive Committee. The Chair shall call or cause to be called all meetings of the Board and the Executive Committee and establish or cause to be established agendas and matters of business. The Chair shall appoint members of all committees and act as coordinator of committees to prevent duplication of effort. The Chair shall perform such other duties as are incident to the Chair's office or properly required by the Board.

Section 3. Duties of the Vice-Chair. The Vice-Chair shall assist the Chair in conducting Board business. The Vice-Chair of the Board shall perform the duties of the Chair, with all the power and authority of the Chair's office, in the Chair's absence or disability. Further, the Vice-Chair of the Board shall have such powers and discharge such duties as may be properly assigned to the Chair, from time to time, by the Board.

ARTICLE VI **MEETINGS**

Section 1. Regular Meetings. Regular meetings of the Board shall generally be held at least four times each year, once during each calendar quarter. The first calendar quarter meeting shall be designated as the annual meeting.

Section 2. Notice of Regular Meetings. Notice of all regular meetings of the Board shall be given to each member in writing and delivered to him or her either personally or by regular or electronic mail a minimum of ten days prior to the date called for the meeting. Such notice shall include a tentative agenda and a description of any matter(s) that the members may be called to vote upon at the regular meeting.

Section 3. Special Meetings. Special meetings of the members may be called by the Chair or the Executive Committee, or by any other officer, upon written application of at least one-third of the members entitled to vote at the meeting, or upon request of the Governor.

a. Notice. All members of the Board shall be informed in writing of special meetings a minimum of forty-eight (48) hours in advance of the special meeting. Such notice shall include a description of the matter(s) for which the special meeting is called.

b. Limitations. At any special meeting only business specified in the special meeting notice may be transacted.

Section 4. Meetings Open to the Public. All meetings of the Board and its committees shall be open to the public. The MoWIB shall make available to the public, on a regular basis through its open meetings, information regarding the activities of the Board, including information regarding the State Plan prior to submission of the Plan, information regarding membership and, upon request, minutes of formal meetings of the Board.

a. Meetings or portions of meetings may be closed to the general public, but only in compliance with the provisions of Chapter 610 RSMO.

b. All meetings of the Board shall be publicly announced in compliance with the open meeting provisions of section 610.020, RSMO.

Section 5. Meeting Minutes. Minutes of the Board's meetings shall be taken and shall be distributed to all Board members at or before the next regular meeting of the Board.

Section 6. Quorum.

a. Board Meetings. In order for a quorum to be present, fifty percent (50%) of the membership of the Board must be present, and fifty-one percent (51%) of those in attendance must be members appointed as representatives of businesses in the state. When a quorum is present, a majority of the voting members present shall decide any question. The Board may take no formal action unless a quorum is present. The Board may utilize technology such as teleconferencing to facilitate Board members' attendance at meetings.

b. Committee Meetings. Fifty percent (50%) of the membership of a committee shall constitute a quorum for any committee meeting. When a quorum is present, a majority of the voting members present shall decide any question. Committee members may be counted in attendance at the committee meetings by appearing either in person or by electronic means.

Section 7. Voting and Proxy Rights

a. Each member of the Board shall have one vote.

b. Proxy voting is permitted for voting members but limited to two occurrences per calendar year. Board members wishing to utilize proxy voting must notify the chair or the chair's designee no less than 24 hours prior to the meeting. The proxy may be exercised only by another member of the Board.

Section 8. Action without meetings. Unless otherwise provided in the bylaws, any action required or permitted to be taken at any meeting of the MoWIB may be taken without a meeting if written consents to such action are signed by all members of the Board and the written consents are filed with the minutes of the proceedings of the Board.

ARTICLE VII EXECUTIVE COMMITTEE

Section 1. Members of the Executive Committee. The Executive Committee shall consist of the Board Chair, Board Vice Chair, Directors of State Agencies represented on the Council, Standing Committee Chairs and 2 at large members appointed by the Board.

Section 2. Chair. The Chair of the Board shall be the Chair of the Executive Committee.

Section 3. Meetings. The Executive Committee shall meet at the call of the Chair.

Section 4. Duties. The Executive Committee shall have the following duties:

- a. Conduct matters of routine business for the MoWIB when it is not feasible for the full Council to be convened.
- b. Develop and recommend policies and procedures for the Board and its committees. The Executive Committee, unless the Chair chooses to waive this requirement, shall also review any studies, reports, policy recommendations or other documents submitted by standing or special committees before such studies, reports, policy recommendations or other documents are brought before the full Council.
- c. Recommend the appointment and/or dissolution of standing and special committees.
- d. Review periodically the progress of all standing and special committees.

- e. Perform such other duties or matters of business that are not explicitly vested in the other standing committees or that may be properly assigned to the Executive Committee from time to time by the Board or the Chair of the Board.

Section 5. Meetings Open to the Public. Meetings of the Executive Committee shall be publicly announced in compliance with the open meetings provisions of Section 610.020, RSMO, and shall be open to the public unless closed pursuant to the provisions of Section 610, RSMo.

ARTICLE VIII

STANDING AND SPECIAL COMMITTEES

Section 1. The Board Chair may create such other committees that shall have, and may exercise, such powers as shall be conferred or authorized by resolution of the Board. A majority of any such committee may determine its action, and fix the time and place of its meetings, unless the Board shall otherwise provide. The Board, by such affirmative vote, shall have power, at any time, to change the powers, and to dispose of, any such committee. Standing or special committees may be appointed by the Chair of the Board pursuant to the recommendations of the Executive Committee. The Committee Chair of each standing committee shall serve as a member of the Executive Committee.

Section 2. Committee Chairs and Members. The Chair of the Board shall appoint the Chairs and members of any standing or special committees and the Chairs and members shall perform those activities for which they are appointed.

Section 3. Sub-Committees. Standing or special committees may create their own sub-committees as deemed necessary by the members of the committee.

Section 4. Committee Meetings. A standing or special committee shall meet as requested by the Committee Chair.

Section 5. Committee Recommendations. Reports, studies, recommendations and other documents resulting from the work of any standing or special committee require the approval of the Board before they will be considered formal reports, studies, or recommendations of the MoWIB.

Section 6. Meetings Open to the Public. Meetings of the standing and special committees shall be publicly announced in compliance with the open meetings provisions of Section 610.020, RSMO, and shall be open to the public unless closed pursuant to the provisions of Section 610, RSMo.

ARTICLE IX

CONFLICT OF INTEREST AND CONFIDENTIALITY

Section 1. Voting Prohibited.

a. WIA Provisions. Section 111(f) of the WIA prohibits a member of the MoWIB from voting on a matter under consideration by the Board when:

1. the matter concerns the provision of services by the member or by an entity that the member represents; or
2. the matter would provide direct financial benefit to the member or the immediate family of the member; or

3. the matter concerns any other activity determined by the Governor to constitute a conflict of interest as specified in the State Plan.

b. Board's Policy. Members of the Board are expected to avoid unethical behavior in the course of performing their official duties. The Board not only expects its members to avoid impropriety, but also to avoid the appearance of impropriety whether or not any actually exists. Members must avoid:

1. using their position for private gain;
2. giving preferential treatment to any person or entity;
3. losing their independence or impartiality in making decisions; or
4. acting in any way that might erode public confidence in the integrity of the Board.

c. Abstention. Board members should individually abstain from voting on issues and matters that will result in a direct or indirect conflict of interest. Abstentions and the general reasons therefore, should be duly recorded in the minutes of the meeting.

d. Compliance with State Law. Board members shall comply with all relevant aspects of the laws of the state of Missouri with regard to conflict of interest. *See* § 105.450 *et seq.*, RSMo, and amendments thereto.

Section 2. Confidentiality. All information, whether transmitted orally or in writing, that is of such a nature that it is not, at that time, a matter of public record or public knowledge is deemed confidential by the Board. Members shall not disclose confidential information obtained in the course of or by reason of his or her membership on the Board to any person or entity not directly involved with the business of the Board. Further:

a. No member shall use confidential information obtained in the course of or by reason of his or her membership on the Board in any matter with the intent to obtain financial gain for the member, the member's immediate family or any business with which the member is associated.

b. No member shall disclose confidential information obtained in the course of or by reason of his or her membership on the Board in any manner with the intent to obtain financial gain for the member or for any other person.

ARTICLE X **RECORDKEEPING**

Section 1. Minutes and Actions of the Board. The Board shall maintain, at its principal office, permanent records of the minutes of all formal meetings of the Board and its committees, a record of all actions taken by the Board without a meeting, and a record of all actions taken by the standing and special committees of the Board.

Section 2. Miscellaneous Records. A copy of the following records shall be maintained at the Board's principal office:

- a. Bylaws and all amendments thereto;
- b. Resolutions of the Board relating to the qualifications and rights of members;
- c. All written communications to all members within the past three years;
- d. A list of the names and business or home addresses of the members and officers currently serving on the Board; and
- e. Any written reports, studies, recommendations, plans or other documents approved and adopted by the Board in the course of carrying out its duties and purposes.

ARTICLE XI
NON-DISCRIMINATION

The Board shall not discriminate against any employee, agent or provider of consulting or contract services, or applicant for employment, agency or consulting or contract services on the basis of race, color, religion, sex, national origin, disability or veteran status. It shall be the policy and practice of the Board to comply fully with federal and state laws, regulations and requirements in respect of non-discrimination, affirmative action, equal employment and civil rights.

ARTICLE XII
AMENDMENTS

The bylaws may be amended at any regular meeting of the Board with prior written notice having been given to all members of the Board at least thirty (30) days in advance. Approval of any amendment to the bylaws requires two-thirds vote of the members present.

ARTICLE XIII
SEVERABILITY

If any of the provisions of these bylaws shall be found void or unenforceable for whatever reason by any court of law or equity, it is expressly intended that such provision(s) be severable and the remainder of the bylaws shall remain in full force and effect.